

RPSG VENTURES LIMITED

Compliance Report on Corporate Governance

1. Name of Listed Entity : RPSG VENTURES LIMITED

2. Quarter ended : 31 DECEMBER 2023

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure (months)	Date of Birth	No. of Directorship in listed entities including this listed entity [Regulation 17(A)]	No. of Independent Directorship in listed entities including this listed entity [Regulation 17(A)(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity [(Regulation 26(1))]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [(Regulation 26(1))]
DR	SANJIV GOENKA	[REDACTED]	00074796	Chairperson/ Non-Executive - Non Independent Director	14-11-2018	29-07-2022		NA	29-01-1961	5	0	5	3
MR	SHASHWAT GOENKA	[REDACTED]	03486121	Non-Executive - Non Independent Director	14-11-2018	18-08-2021		NA	12-04-1990	5	0	3	1
MR	RAJEEV RAMESH CHAND KHANDELWAL	[REDACTED]	08763979	Executive Director	26-06-2020	26-06-2023		NA	22-10-1968	1	0	0	0
MR	ARJUN KUMAR	[REDACTED]	00139736	Non-Executive - Independent Director	14-11-2018	14-11-2023*		61.17	01-12-1970	1	1	2	1
MR	KALAIKURUCHI JAIRAJ	[REDACTED]	01875126	Non-Executive - Independent Director	14-11-2018	14-11-2023*		61.17	25-05-1952	3	3	9	4
MS	KUSUM DADOO	[REDACTED]	06967827	Non-Executive - Independent Director	23-09-2021			27.08	02-01-1953	3	3	3	1

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	No

***NOTE:** The members of the Company at their Sixth Annual General Meeting held on August 4, 2023, had approved the re-appointment of Mr. Arjun Kumar and Mr. Kalai kuruchi Jairaj as Independent Directors of the Company for a further period of five (5) years with effect from November 14, 2023.



II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	MR. ARJUN KUMAR	Chairperson/Non-Executive/ Independent Director	14-11-2018	-
		DR. SANJIV GOENKA	Non-Executive - Non Independent Director	14-11-2018	-
		MR. KALAIKURUCHI JAIRAJ	Non-Executive - Independent Director	14-08-2019	-
		MS. KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	-
2. Nomination & Remuneration Committee	Yes	MR. ARJUN KUMAR	Chairperson/Non-Executive - Independent Director	14-11-2018	-
		DR. SANJIV GOENKA	Non-Executive - Non Independent Director	14-11-2018	-
		MS. KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	-
3. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	Chairperson/Non-Executive - Non Independent Director	14-11-2018	-
		SHASHWAT GOENKA	Non-Executive - Non Independent Director	14-11-2018	-
		ARJUN KUMAR	Non-Executive - Independent Director	11-02-2019	-
4. Risk Management Committee	Yes	SHASHWAT GOENKA	Chairperson/Non-Executive - Non Independent Director	16-06-2021	-
		ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	-
		RAJEEV RAMESH CHAND KHANDELWAL	Executive Director	16-06-2021	-
5. Corporate Social Responsibility Committee	Yes	SHASHWAT GOENKA	Chairperson/Non-Executive - Non Independent Director	16-06-2021	-
		ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	-
		RAJEEV RAMESH CHAND KHANDELWAL	Executive Director	16-06-2021	-



III. Meeting of Board of Directors					
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Whether requirement of Quorum met	No. of Directors Present	No. of Independent Director Present	Maximum gap between any two consecutive meetings (in number of days)
10-08-2023	10-11-2023	Yes	6	3	91

IV. Meeting of Committees					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	No. of Directors Present	No. of Independent	Date of meeting of the committee in	Maximum gap between any two
<u>Audit Committee</u>					
10-11-2023	Yes	4	3	10-08-2023	91
<u>Stakeholders Relationship Committee</u>					
10-11-2023	Yes	3	1	10-08-2023	91
<u>Corporate Social Responsibility Committee</u>					
None	NA	NA	NA	None	NA
<u>Risk Management Committee</u>					
None	Yes	3	1	10-08-2023	NA
<u>Nomination & Remuneration Committee</u>					
None	Yes	3	2	10-08-2023	NA



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes *
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

*Omnibus prior approval of Audit Committee is duly taken on Related Party Transactions where appropriate.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration committee
 - c. Stakeholders Relationship committee
 - d. Risk Management Committee (applicable to the top 1000 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors .



Sudip Kumar Ghosh
Company Secretary & Compliance officer

January 20, 2023

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
NIL	
Note: There had been NO cyber security incident/ breach/ loss of data/ documents in the Company for the quarter ended December 31, 2023	

